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June 27, 1997

RECORDATION NO. 20346 FILED -A

AUG 7 '97

1-10PM

Miss Anne Fort
Equipment Recordation Office
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 2311
Washington, DC 20423

**Re: Release of Railcar Lien, Old Kent Bank - Creditor/
Residual Based Finance Corporation - Debtor**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are the following documents:

An executed original ^{and} copy of Total Release of Chattel Mortgages dated June 16, 1997, a secondary document as defined in the Surface Transportation Board's Rules for Recordation of Documents under 49 CFR §1177. The names and addresses of the parties to the subject Railcar Lien are:

Secured Party: Old Kent Bank - Illinois
105 South York Street
Elmhurst, IL 60126-3444

Debtor: Residual Based Finance Corporation
Three First National Plaza
Suite 1240
Chicago, IL 60602

A description of the railroad equipment covered by this document is provided in Exhibit A to the subject Release instrument. The equipment subject to the attached Release represents the equipment covered by a Lien filed with the Interstate Commerce Commission under Recordation Number 20346.

RECEIVED
SURFACE TRANSPORTATION
BOARD
AUG 7 1 10 PM '97

LAW OFFICES
MARTIN COHN & ASSOCIATES

Ms. Janice Fort
June 27, 1997
Page Two

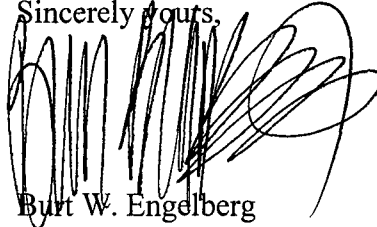
A short summary of the enclosed document to appear in the Commission's index is:

Release of Chattel Mortgage and Security Agreement dated October 4, 1996, between
Residual Based Finance Corporation and Old Kent Bank covering 6 railcars identified in Exhibit A.

A recordation fee of \$24 is enclosed.

Please let me know if you need anything else.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Burt W. Engelberg", with a large, sweeping flourish extending to the right.

Burt W. Engelberg

BWE:lrr

Enclosure

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

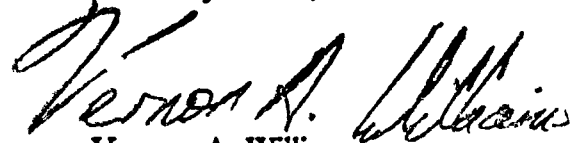
Burt W. Engelberg
Martin Cohn & Associates
116 South Michigan Avenue
14th Floor
Chicago, Illinois 60603

DATE: 8/7/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/7/97 at 1:10PM, and
assigned recordation number(s). 20346-A and 20393-A.

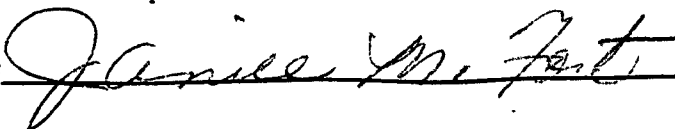
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$^{48.00} The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO.

20346-A.

FILED

AUG 7 '97

1-10PM

OLD KENTOld Kent Bank - Illinois
105 South York Street
Elmhurst, IL 60126-3444Total Release of Chattel Mortgages

The undersigned, Old Kent Bank, an Illinois Banking Corporation ("Bank"), hereby releases and terminates the Chattel Mortgage and Security Agreement X dated as of October 4, 1996 and November 27, 1996 respectively between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission

Dated

Chadsky 6-16-97
OLD KENT BANK

By

Title

Chadsky
VICE PRESIDENT

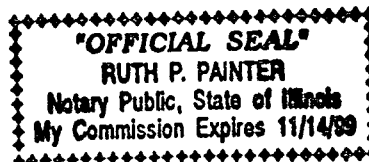
State of Illinois)

) SS

County of Cook)

On this 16th Day of June, 1997, before me personally appeared, Christine M. Obbagy, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Old Kent Bank, an Illinois Banking Corporation, that the seal affixed to the foregoing instrument is the corporate seal of the corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of the corporation

Notary Public

Ruth P. Painter

My commission expires

11/14/99

EXHIBIT A

DESCRIPTION OF EQUIPMENT

(6) 20,000 gallon steel tank cars.

Car Marks: RALX as of the date hereof.

Car Numbers: 6012

6016

6030

6079

6111

6156